

GEORGIA ASSOCIATION OF MUSEUMS AND GALLERIES CONSTITUTION AND BYLAWS

Article I Name

The registered name of the Association shall be the Georgia Association of Museums and Galleries, d/b/a, Georgia Association of Museums.

Article II Purpose

The mission of the Georgia Association of Museums is to serve the entire state of Georgia as a private nonprofit museum and gallery association organization. The purposes are to:

- encourage the growth and improve the professional practices of museums and nonprofit galleries throughout the state;
- stimulate public interest, support, and understanding of museums and nonprofit galleries of all disciplines;
- increase general understanding of the roles of museums and nonprofit galleries as community resources for improving the quality of life and continued learning for all citizens of the state;
- maintain and develop relations among the institutions and staffs for the interchange of information and the development of cooperative efforts to achieve these objectives;
- maintain relations with various governmental agencies; and
- promote research to foster understanding of cultural and natural resources of the community and state.

Article III Membership

Section One - Categories of Membership

The Association is a membership driven organization. The Board of Directors shall determine the categories, benefits and the accompanying membership fees for the membership categories listed below.

A. Individual voting member

Any individual working for a museum, nonprofit gallery, government agency, museum association, archives, or an organization focused on conservation and historic preservation may join the association as an individual member.

B. Nonprofit Institutional voting member

Nonprofit institutions may join at the Institutional level. The institution must be organized and operated exclusively for educational and charitable purposes. The institution must be primarily concerned with directly and actively furthering, on a community basis, the development and maintenance of highest standards of museology, archival practices, conservation and historic preservation practices. It must be a nonprofit (as determined by the Internal Revenue Service) organization, or governmental agency serving the citizens of Georgia.

C. Sponsor (for profit) or Patron (for profit) nonvoting member

For profit companies, corporations, institutions, and individuals (consultants) may join at either the Sponsor membership level or the Patron for-profit membership level.

D. Honorary (no fee) nonvoting member

At the annual meeting or specifically called meeting of the membership, honorary status may be granted by action of the members to any person by reason of special talent, special contributions, or special service in the advancement of museums.

E. Student - Nonvoting member

Open to any full or part-time students enrolled in an accredited institution and interested in the goals and objectives of the Association.

Section Two - Voting Privileges

Nonprofit Institutional members may send one representative to vote at the annual business meeting, which is held at the annual conference. That representative is eligible to cast one additional vote if he or she is an individual member.

Section Three - Resignation

Any member may resign from the association by providing the Board of Directors with written notice of such intention to resign.

Article IV Annual Meeting and Fiscal Year

Section One - Annual Meeting

The Association shall have an annual meeting, to be held during the annual conference. The location shall rotate throughout the state.

Section Two - Fiscal Year

The fiscal year of the Association will be from July 1 through June 30.

Article V Revenues and Restrictions

Dues for all categories of membership will be determined by the board and will be payable on an annual basis to the Association. The dues shall be good for one year from time of payment. Members whose dues are in arrears will be ineligible to vote. The Treasurer is authorized to pay regularly accrued bills and budgeted expenses without special approval of the Board. All other expenditures must be authorized by the President and reported to the Board at the next regularly scheduled meeting. No part of the net earnings of the Association shall inure to the benefit of or be distributed to members, officers or other private persons except reasonable compensation for services rendered. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article VI Governance

Section One - General Powers

The Board of Directors will manage the business and affairs of the Association.

Section Two - The Board

- A.** The Board of Directors is composed of four (4) elected officers, one (1) immediate past president, and eight (8) board members, for a total of thirteen (13).
- B.** Up to two (2) positions on the Board of Directors may be held by GAM members who are employed by related organizations other than museums and galleries.
- C.** Each Director will have one vote. Directors will not be compensated, and no paid employees of the Association will be eligible for election to the Board of Directors.
- D.** The Officers and Board will be elected by voting membership at the annual meeting.

Section Three - Representatives to the Board

In addition to the elected Directors, the Board may include non-voting representative positions, including but not limited to, Standing Committee Chairs as appointed by the Board or the President.

Section Four - Terms of Office and Vacancies

- A.** Terms of office for Board Directors and Officers will be two (2) years. Initially, four people will be elected for one-year terms and four people will be elected for two-year terms. All terms of office then will be equally staggered.
- B.** A Board Director may serve no more than two (2) full terms unless serving as board officer. Thereafter there will be a one (1) year of retirement from the Board.
- C.** No Board Officer may serve in the same position for more than two (2) full terms
- D.** No person shall serve more than six (6) consecutive years, in any capacity, either as an Officer or as a Director. A period of at least one year of retirement is required.
- E.** A Board member who misses more than two unexcused consecutive board meetings may be removed by a majority vote of the Board.
- F.** Should a vacancy occur on the Board of Directors or in any other office except the presidency the board of directors will appoint an eligible individual to complete the unexpired term.
- G.** The Vice-President shall perform duties of the office of the President in the absence of the President. In the case of a vacancy, the Vice-President will assume the duties of the presidency for the unexpired term.

Article VII Duties of Office

Section One - Officers

The officers shall consist of-a President, Vice-President, Past President, Secretary and Treasurer, who will comprise the Executive Committee. These five (5) officers will assume their duties after the annual meeting. They will be elected by the Board of Directors for a term of two (2) years at a scheduled meeting.

Section Two - Duties

The duties of the officers will be such as usually pertain to their respective office or as prescribed and assigned to them respectively by the Board of Directors.

PRESIDENT- The President shall serve as the Chief Executive Officer of the Association; arrange and preside over meetings of the Board; sign any legal documents for the Association; and generally, coordinate the functions of the board. The President shall also appoint all standing committees and shall be an ex-officio member of all committees except the Nominating Committee. He or she may call board or special meetings of the membership. He or she is required to call such meetings upon the written request of the majority of the Board or membership. He or she shall perform any and all duties incident to the office.

PAST-PRESIDENT- The immediate past Board Chair shall support the current chair in order to provide guidance, advice and continuity for the business of the Executive Committee and/or Board of Directors.

VICE-PRESIDENT- The Vice-President shall serve as coordinator for the annual meeting and chair for the Program committee in the development of the annual meeting's conference program. In the absence of the President the Vice-President shall assume the duties of the president as outlined in Article VI. Section Four.

SECRETARY- The Secretary shall retain the minutes of the board meetings; be the custodian of the Corporate Charter and Bylaws; and perform other duties as assigned by the President.

TREASURER - The Treasurer will have custody of all moneys belonging to the Association will keep an account of expenditures and receipts; and will provide quarterly financial reports to the officers, Board of Directors, and Newsletter Editor and an annual report to the membership. A copy of the quarterly financial reports will be provided to any member upon request. The Treasurer will also serve as chair of the Finance committee. The Treasurer is authorized to pay without special approval of the board regularly accrued bills and budgeted expenses. Works with administrative director in development of annual budget and presents to the board for approval and notify the membership.

Article VIII Committees

Section One - Nominating Committee

- A.** The committee will consist of four members selected from across the state. At the Spring board meeting the President will appoint a committee chair from the Board of Directors from the voting membership.
- B.** The Nominating Committee will present a slate of candidates to the voting membership in the newsletter prior to the annual meeting.
- C.** The Chair of the Nominating Committee will call for nominations from the floor at the annual business meeting.
- D.** Elections will be held following the close of nominations.

Section Two - Newsletter Committee

The President will appoint a Newsletter Editor who may then appoint a committee to produce a quarterly newsletter for the entire membership.

Section Three - Program Committee

The Vice-President will chair the Program Committee that will coordinate the content of the program at the annual meeting. The committee will consist of at least three additional members, including a representative from the host institution(s).

Section Four - Finance Committee

The Finance committee is a standing committee selected by the Board of Directors. It shall be responsible to the Board of Directors for overall financial oversight including financial and fiscal planning, review and investment of designated funds for the Association. The Treasurer is the chair of the Finance Committee. The duties of the Finance Committee shall be to:

- 1.** Work with Administrative Director to prepare budgets and budget amendments submitted through the President of the Association for submission to the Board for final approval;
- 2.** oversee fiscal policy and procedures, review tax filings, IRS and state regulations and financial statements and cash positions;
- 3.** receive audits and financial statements; and
- 4.** oversee investments and advise board on investment strategy.

Section Five - Education Committee

The Education Committee will consist of four members appointed by the President and approved by the Board. The members of the committee will be selected from the membership across the state. This committee functions both to help coordinate workshops pertaining to museum

education statewide and to represent to the Board of Directors the current state of museum education. It promotes and fosters the formation of museum education groups statewide.

Section Six - Awards Committee

The Awards Committee is responsible for soliciting nominations, presenting potential honorees to the Board of Directors for approval and coordinating awards ceremony at annual meeting.

Section Seven - Bylaws Committee

The Bylaws Committee checks for possible conflict between Bylaws and intended actions of the Board or Association. The Bylaws committee reviews the Association's bylaws every three (3) years and makes change recommendations to the Board of Directors, and then the membership for approval.

Section Eight - Membership Committee

The membership committee is responsible for working with the Administrative Director for the upkeep of the membership data base, sending out dues' notices, and report to the membership of the status membership at the annual business meeting.

Section Nine - Other Committees

The president may authorize the appointment or dissolution of certain advisory, ad hoc, and task forces from time to time to carry on the work of the Association. These committees will report to the Board of Directors and/or the entire voting membership, depending on the purpose of the committee. The President will appoint all chairs of committees.

Article IX Staff

Administrative Director- The Association's Administrative Director reports directly to the President and thus, to the Board of Directors; he or she is expected to manage the routine affairs of the Association and to carry out the assigned plans and programs approved for the membership.

Article X Amendments

- A.** Amendments to this constitution may be proposed in a written statement by at least five members and filed with the Secretary or by recommendation of a Bylaws Committee appointed by the President.
- B.** The Secretary will mail notices of the proposed amendment to the membership at least thirty days prior to the next annual meeting.
- C.** Amendments may be adopted by a two-thirds majority of the voting membership present at the annual meeting.

D. These bylaws shall be reviewed every three (3) years, or as needed, by a Bylaws Committee appointed by the President.

Article XI Procedures

Meetings of the Association and its Board will be governed by Robert's Rule of Order.

Article XII Liability of Officers and Directors

Officers and Directors shall not be liable for any losses which may be incurred from the investments of assets of the fund, except to the extent such losses are caused by bad faith or gross negligence. No Officer or Director shall be personally liable as long as such person acts in good faith and with ordinary prudence. No Officer or Director shall engage in transactions in which such person has a direct or indirect financial interest and shall refrain from any conflict of interest with respect to fund investments and disbursements.

Article XIII Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XIV Dissolution of the Association

The Corporation may be dissolved only with the authorization of its Board of Directors at a special meeting called for that purpose, and with the subsequent approval of by no less than two-thirds (2/3) vote of the Board. In the event of the dissolution of the Corporation, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to the Thomasville History Center.